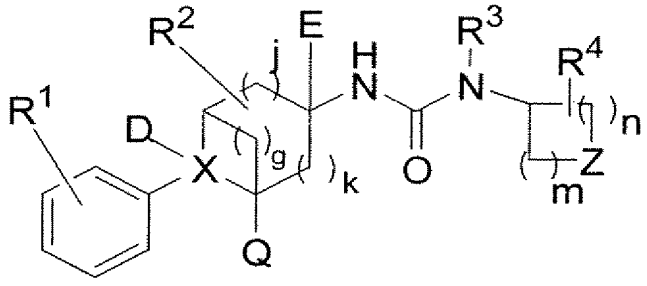
This listing of claims will replace all prior versions, and listings, of claims in the application (Amendments **highlighted in bold**, language to be added **underlined**, language to be deleted ~~**stricken through**~~.)

1. (currently amended) A compound represented by the structural formula



I

or a pharmaceutically acceptable salt ~~**or solvate**~~ thereof, wherein:

X is N;

Z is $NR^8$;

D is independently H, -OH, -alkyl or substituted -alkyl with the proviso that when X is N, D and the X-D bond are absent;

E is independently H, -alkyl or substituted –alkyl, or D and E can independently be joined together via a $-(CH_2)_p-$ bridge;

Q is independently H, -alkyl or substituted –alkyl, or D, X, Q and the carbon to which Q is attached can jointly form a 3 to 7-membered ring;

g, j, k, m and n can be the same or different and are independently selected;

g is 0;

j and k are independently 0 to 3 such that the sum of j and k is 0, 1, 2 or 3;

m and n are independently 0 to 3 such that the sum of m and n is 1, 2,3, 4 or 5;

p is 1 to 3;

$R^1$ is 1 to 5 substituents which can be the same or different, each $R^1$ being independently selected from the group consisting of hydrogen, hydroxy, halogen, haloalkyl, -alkyl, substituted –alkyl, -cycloalkyl, CN, alkoxy, cycloalkoxy, alkylthio, cycloalkylthio, $-NR^5R^6$, $-NO_2$, $-CONR^5R^6$, $-NR^5COR^6$, $-NR^5CONR^5R^6$ where the two $R^5$ moieties can be the same or different, $-NR^6C(O)OR^7$, $-C(O)OR^6$, $-SOR^7$, $-SO_2R^7$, $-SO_2NR^5R^6$, aryl and heteroaryl;

$R^2$ is 1 to 6 substituents which can be the same or different, each $R^2$ being independently selected from the group consisting of hydrogen, -alkyl, substituted –alkyl, alkoxy, and hydroxy, with the proviso that when X is N and $R^2$ is hydroxy or alkoxy, $R^2$ is not directly attached to a carbon adjacent to X;

$R^3$ is independently hydrogen, -alkyl or substituted -alkyl;

$R^4$ is 1 to 6 substituents which can be the same or different, each $R^4$ being independently selected from hydrogen, -alkyl, substituted –alkyl, alkoxy, and hydroxy, with the proviso that when Z is $NR^8$ and $R^4$ is hydroxy or alkoxy, $R^4$ is not directly attached to a carbon adjacent to the $NR^8$;

$R^5$ and $R^6$ are independently hydrogen, -alkyl, substituted -alkyl or -cycloalkyl;

$R^7$ is independently –alkyl, substituted -alkyl or -cycloalkyl;

$R^8$ is independently selected from the group consisting of hydrogen, -alkyl, substituted –alkyl, -cycloalkyl, -alkylcycloalkyl, aryl, heteroaryl, aralkyl, heteroaralkyl, $-SO_2R^{10}$, $-SO_2NR^5R^{11}$, $-C(O)R^{11}$, $-C(O)NR^5R^{11}$ and $-C(O)OR^{10}$;

$R^9$ is independently hydrogen, -alkyl, substituted –alkyl, hydroxy, alkoxy, $-NR^5R^{11}$, aryl, or heteroaryl; or $R^3$ and $R^9$ can be joined together and with the carbon to which they are attached form a carbocyclic or heterocyclic ring having 3 to 7 ring atoms;

$R^{10}$ is -alkyl, substituted –alkyl, -cycloalkyl, -alkylcycloalkyl, aryl or heteroaryl; and

$R^{11}$ is independently hydrogen, -alkyl, substituted –alkyl, -cycloalkyl, aryl or heteroaryl.

2. (currently amended) The compound of claim 1 or a pharmaceutically acceptable salt ~~or solvate~~ thereof, wherein

$R^1$ is 1 to 5 substituents which can be the same or different, each $R^1$ being independently selected from the group consisting of Cl, Br, I or F;

X is N;

D is absent and the X-D bond is absent;

E is H;

g is 0;

j is 1;

k is 1;

m is 2;

n is 2;

$R^2$ is H;

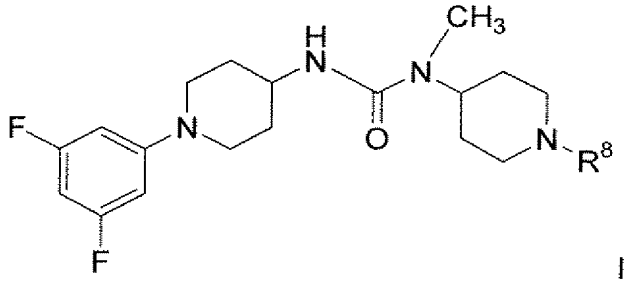
$R^3$ is methyl;

$R^4$ is H;

and

Z is $NR^8$, where $R^8$ is independently selected from the group consisting of hydrogen, -alkyl, substituted –alkyl, -cycloalkyl, -alkylcycloalkyl, aryl, heteroaryl, aralkyl, heteroaralkyl, $-SO_2R^{10}$, $-SO_2NR^5R^{11}$, $-C(O)R^{11}$, $-C(O)NR^5R^{11}$ and $-C(O)OR^{10}$.

3. (currently amended) A compound represented by the structural formula



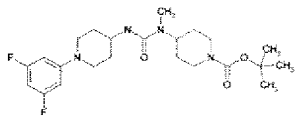
II

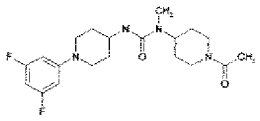
or a pharmaceutically acceptable salt ~~or solvate~~ thereof, wherein $R^8$ is defined in the following table:

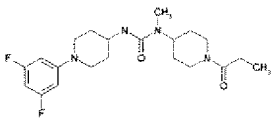
| $R^8$ |
|---|
| $-COCH_3$ |
| $-COCH_2CH_3$ |
| —CO—  |
| $-COCH(CH_3)_2$ |
| $-CO(CH_2)_2CH_3$ |
| $-COOC(CH_3)_3$ |
| $-SO_2CH_3$ |
| $SO_2CH_2CH_3$ |
| —$SO_2$—  |
| $-SO_2CH(CH_3)_2$ |
| $-SO_2(CH_2)_2CH_3$ |
| $-SO_2Ph$ |

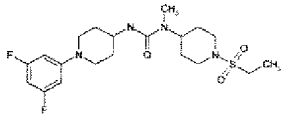
Claim 4. (canceled)

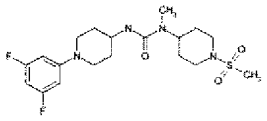
5. (currently amended) A compound of claim 1 selected from the group consisting of

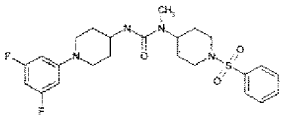


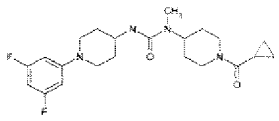


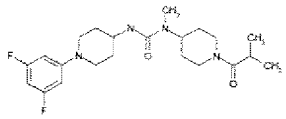


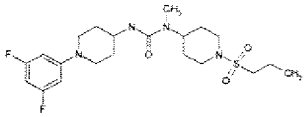


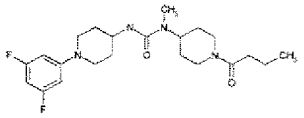


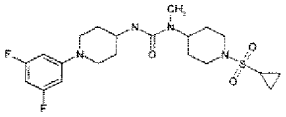


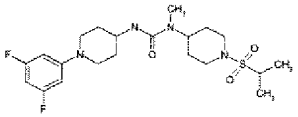


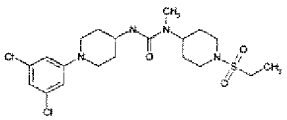


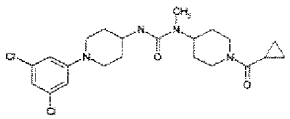


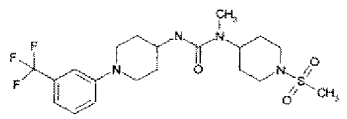


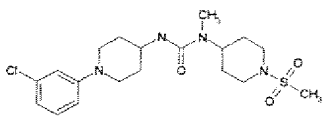


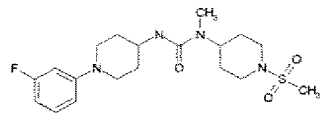


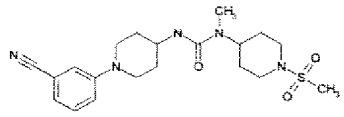


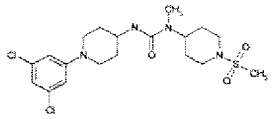


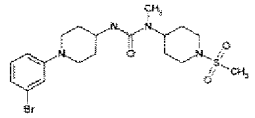


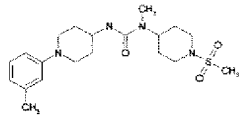


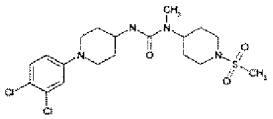


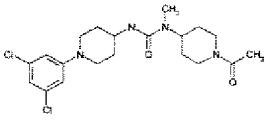


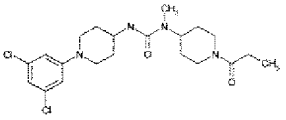


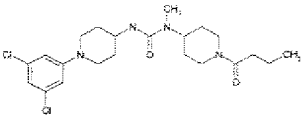


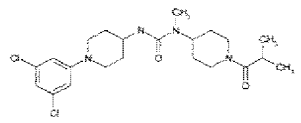


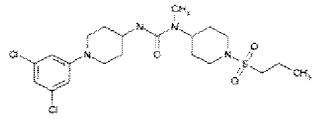


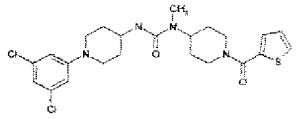


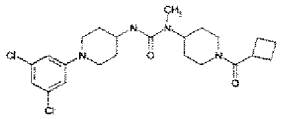


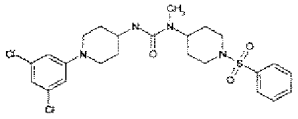


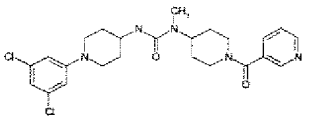


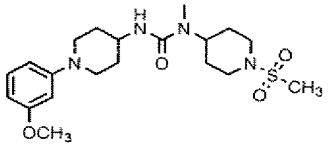


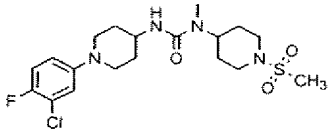


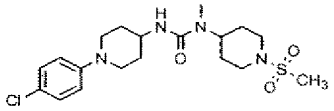


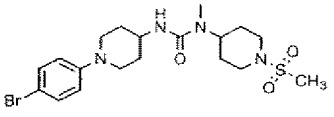


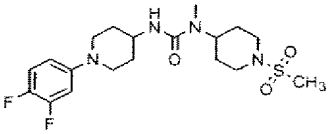


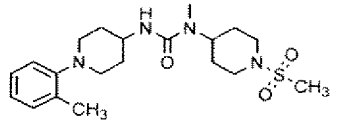


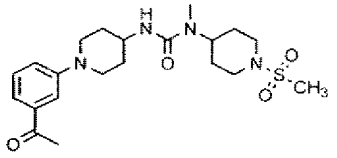


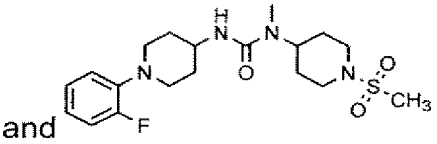












and

or a pharmaceutically acceptable salt ~~**or solvate**~~ of said compound.

Claim 6. (canceled)

Claim 7. (canceled)

Claim 8. (canceled)

9. (original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1 in combination with a pharmaceutically acceptable carrier.

10. (currently amended) A method of treating ~~**a metabolic disorder,**~~ ~~**hyperphagia**~~ **obesity** or diabetes comprising administering an effective amount of a compound of claim 1 to a mammal in need of such treatment.

11. (original) A pharmaceutical composition, which comprises an effective amount of a compound as, defined in claim 1 and a pharmaceutically acceptable carrier thereof.

12. (currently amended) A method of treating ~~**metabolic disorders,**~~ ~~**hyperphagia**~~ **obesity or diabetes** comprising administering to a mammal in need of

such treatment a therapeutically effective amount of a compound of claim 1 or a pharmaceutically acceptable salt of said compound.

Claim 13. (canceled)

Claim 14. (canceled)

Claim 15. (canceled)

Claim 16. (canceled)

Claim 17. (canceled)

Claim 18. (canceled)

Claim 19. (canceled)

20. (original) A pharmaceutical composition made by combining the compound of claim 1 and a pharmaceutically acceptable carrier therefor.

21. (original) A process for making a pharmaceutical composition comprising combining a compound of claim 1 and a pharmaceutically acceptable carrier.